

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**AMERICAN EXPRESS TRAVEL
RELATED SERVICES COMPANY, INC.**

Plaintiff,

- against -

VISA U.S.A. INC., et al.

Defendants.

Case No. 04-CV-08967 (BSJ)(DFR)

ECF CASE

**STIPULATION AND ORDER OF
DISMISSAL WITHOUT PREJUDICE**

WHEREAS, this action was commenced on November 15, 2004; and

WHEREAS, Plaintiff American Express Travel Related Services Company, Inc.

("Plaintiff"), and Defendants Visa U.S.A. Inc., Visa International Service Association,

Bank One, Delaware, N.A., Bank One Corporation, Capital One F.S.B., Capital One

Bank, Capital One Financial Corp., Chase Bank USA, N.A., Chase Manhattan Bank

USA, N.A., JPMorgan Chase & Co., Provident Financial Corporation, Provident National

Bank, New American Capital, Inc., Washington Mutual Bank, U.S. Bank, N.A., U.S.

Bancorp, Wells Fargo & Company, Wells Fargo Bank (Arizona), N.A., Wells Fargo

Bank, N.A., Wells Fargo Financial National Bank, and Wells Fargo Financial, Inc.

(collectively, the "Dismissed Defendants"), wish to discontinue this action as to each

other only, and not as to any other defendant;

IT IS HEREBY STIPULATED AND AGREED, pursuant to the Federal Rules of Civil Procedure, by and between Plaintiff and the Dismissed Defendants, through their undersigned counsel of record, that all claims asserted by Plaintiff in the above-captioned action against the Dismissed Defendants only, and not as to any other defendant, are dismissed in their entirety without prejudice, in accordance with the November 1, 2007

Release and Settlement Agreement between American Express and Visa, Inc., Visa USA
and Visa International, each party to bear its own costs and attorneys' fees.

Dated: November 14, 2007



David Boies (DB-4399)
Donald L. Flexner (DF-4812)
BOIES, SCHILLER & FLEXNER LLP
575 Lexington Avenue
New York, New York 10022
(212) 446-2300

-- AND --

Richard A. Feinstein
Robert M. Cooper
BOIES, SCHILLER & FLEXNER LLP
5301 Wisconsin Avenue, N.W., 8th Floor
Washington, D.C. 20015
(202) 237-2727

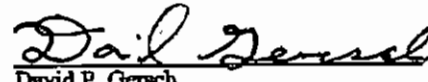
*Counsel for Plaintiff American Express Travel
Related Services Company, Inc.*

Dated: November 14, 2007



John W. Kecker
Ragesh K. Tangri
Asim M. Bhansali
KEKER & VAN NEST, LLP
710 Sansome Street
San Francisco, CA 94111-1704
Telephone: (415) 391-5400

-- AND --



David P. Gerschl
Mark R. Merley
ARNOLD & PORTER LLP
555 12th Street, NW
Washington, DC 20004-1206
Telephone: (202) 942-5000

-- AND --

Robert J. Vizas
ARNOLD & PORTER LLP
90 New Montgomery Street, Suite 600
San Francisco, CA 94105
Telephone: (415) 356-3000

-- AND --

Robert C. Mason (RM 1863)
ARNOLD & PORTER LLP
399 Park Avenue
New York, NY 10022-4690
Telephone: (212) 715-1000

Counsel for Defendant Visa U.S.A. Inc.

Dated: November 14, 2007

Ed Fitzpatrick CDP

Edward C. Fitzpatrick (EF 9577)

A. Kelly Turner (AT 1429)

LOCKE LORD BISSELL & LIDDELL LLP

111 South Wacker Drive

Chicago, IL 60606-4410

Telephone: (312) 443-0700

-- AND --

Joseph N. Proeblich (JP 5221)

LOCKE LORD BISSELL & LIDDELL LLP

885 Third Avenue, 26th Floor

New York, NY 10022

Telephone: (212) 947-4700

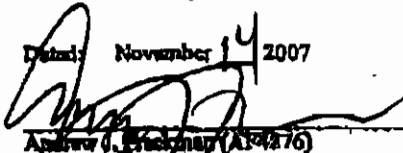
*Counsel for Defendant Visa International
Service Association*

11/14/2007 18:48 FAX 1212 328 2081

O'MELVENY & MYERS LLP NY

008/010

Dated: November 14, 2007

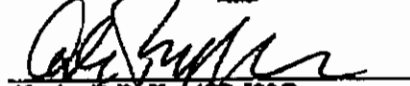

Andrew J. Frickman (AP#4276)
Edward D. Head (MH#339)
O'MELVENY & MYERS LLP
Times Square Tower
7 Times Square
New York, New York 10036
Telephone: (212) 326-2000

— AND —

Richard G. Parker
O'MELVENY & MYERS LLP
1625 Eye Street, NW
Washington, D.C. 20006-4001
Telephone: (202) 381-5380

*Counsel for Defendants Capital One F.S.B.,
Capital One Bank, and Capital One Financial
Corporation*

Dated: November 14, 2007



Charles E. Buffon (EB 5395)

Robert D. Wick (RW 1452)

COVINGTON & BURLING LLP

1201 Pennsylvania Ave., N.W.

Washington, D.C. 20004-2401

Telephone: (202) 662-6000

— AND —

Andrew A. Ruffino

COVINGTON & BURLING LLP

620 Eighth Avenue

New York, NY 10018-1405

Telephone: (212) 841-1000

*Counsel for Defendants Bank One, Delaware,
N.A., Bank One Corporation, Chase Bank
USA, N.A., Chase Manhattan Bank USA, N.A.
and JPMorgan Chase & Co.*

Dated: November 14, 2007



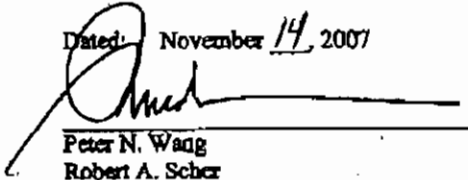
Edward G. Biester, III (BB 7570)
DUANE MORRIS LLP
30 South 17th Street
Philadelphia, PA 19103-4196
Telephone: (215) 979-1000

— AND —

John Dellaportas (JD 5427)
DUANE MORRIS LLP
380 Lexington Avenue
New York, NY 10168-0002
Telephone: (212) 692-1000

*Counsel for Provident Financial Corporation,
Provident National Bank, New American
Capital, Inc. and Washington Mutual Bank*

Dated: November 14, 2007



Peter N. Wang
Robert A. Scher
FOLEY & LARDNER LLP
90 Park Avenue
New York, NY 10016-1314
Telephone: (212) 682-7474

-- AND --

Michael C. Lueder
FOLEY & LARDNER LLP
777 East Wisconsin Avenue
Milwaukee, WI 53202-5306
Telephone: (414) 271-2400

*Counsel for U.S. Bank, N.A. and U.S.
Bancorp*

Dated: November 14, 2007

William F. Cavanaugh Jr. / sz

William F. Cavanaugh (WC 3474)

Sarah E. Zgliniec (SZ 0206)

PATTERSON, BELKNAP, WEBB &

TYLER LLP

1133 Avenue of the Americas

New York, New York 10036

Telephone: (212) 336-2000

*Counsel for Wells Fargo & Company, Wells
Fargo Bank (Arizona), N.A., Wells Fargo
Bank, N.A., Wells Fargo Financial National
Bank, and Wells Fargo Financial, Inc.*

SO ORDERED:

Barbara S. Jones
Barbara S. Jones, U.S.D.J.

11/15/07